

<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>				1. Contract ID Code Cost-Plus-Fixed-Fee		Page 1 Of 8	
2. Amendment/Modification No.  P00024		3. Effective Date  2004JAN08		4. Requisition/Purchase Req No.  SEE SCHEDULE		5. Project No. (If applicable)	
6. Issued By TACOM WARREN BLDG 231 AMSTA-AQ-AHLB THOMAS MICHELIN (586)574-7112 WARREN, MICHIGAN 48397-5000 HTTP://CONTRACTING.TACOM.ARMY.MIL EMAIL: MICHELIT@TACOM.ARMY.MIL		Code W56HZV		7. Administered By (If other than Item 6) DCMA BALTIMORE 217 EAST RED WOOD ST SUITE 1800 BALTIMORE, MD 21202-5299		Code S2101A	
				SCD C PAS NONE ADP PT HQ0338			
8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code)  Z SYSTEMS CORP. 9500 ARENA DRIVE SUITE 220 LARGO, MD. 20774-3707  TYPE BUSINESS: Small Disadvantaged Business Performing in U.S.				<input type="checkbox"/>		9A. Amendment Of Solicitation No.	
				<input type="checkbox"/>		9B. Dated (See Item 11)	
				<input checked="" type="checkbox"/>		10A. Modification Of Contract/Order No. DAAE07-00-C-M021	
				<input type="checkbox"/>		10B. Dated (See Item 13) 2000MAY12	
Code 1BHV9		Facility Code					
<b>11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS</b>							
<input type="checkbox"/> The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offers <input type="checkbox"/> is extended, <input type="checkbox"/> is not extended. Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended by one of the following methods: (a) By completing items 8 and 15, and returning _____ copies of the amendments: (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. <b>FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER.</b> If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.							
12. Accounting And Appropriation Data (If required) SEE SECTION G							
<b>13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS</b>							
KIND MOD CODE: 6 It Modifies The Contract/Order No. As Described In Item 14.							
<input type="checkbox"/> A. This Change Order is Issued Pursuant To: The Changes Set Forth In Item 14 Are Made In The Contract/Order No. In Item 10A.							
<input type="checkbox"/> B. The Above Numbered Contract/Order Is Modified To Reflect The Administrative Changes (such as changes in paying office, appropriation data, etc.) Set Forth In Item 14, Pursuant To The Authority of FAR 43.103(b).							
<input type="checkbox"/> C. This Supplemental Agreement Is Entered Into Pursuant To Authority Of:							
<input checked="" type="checkbox"/> D. Other (Specify type of modification and authority) Exercise Option;SPEC PROV H-17							
E. IMPORTANT: Contractor <input checked="" type="checkbox"/> is not, <input type="checkbox"/> is required to sign this document and return _____ copies to the Issuing Office.							
14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)  SEE SECOND PAGE FOR DESCRIPTION							

Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. Name And Title Of Signer (Type or print)		16A. Name And Title Of Contracting Officer (Type or print) STANLEY T. KULCZYCKI KULCZYCS@TACOM.ARMY.MIL (586)574-7004	
15B. Contractor/Offeror  _____ (Signature of person authorized to sign)	15C. Date Signed	16B. United States Of America  By _____ /SIGNED/ (Signature of Contracting Officer)	16C. Date Signed  2004JAN08

NSN 7540-01-152-8070  
PREVIOUS EDITIONS UNUSABLE

30-105-02

STANDARD FORM 30 (REV. 10-83)  
Prescribed by GSA FAR (48 CFR) 53.243

<b>CONTINUATION SHEET</b>	<b>Reference No. of Document Being Continued</b>		<b>Page 2 of 8</b>
	<b>PIIN/SIIN</b> DAAE07-00-C-M021	<b>MOD/AMD</b> P00024	
<b>Name of Offeror or Contractor:</b> Z SYSTEMS CORP.			

SECTION A - SUPPLEMENTAL INFORMATION

CONTRACT: DAAE07-00-C-M021  
 MODIFICATION: P00024 (TPF for PM Bridging/Improved Ribbon Bridge)  
 PROGRAM: TOTAL PACKAGE FIELDING (TPF) Bradley, M113, M88, M9ACE, & PM Bridging

1. The purpose of Modification P00024 to Contract DAAE07-00-C-M021 is to exercise an option for 8,180 additional hours pursuant to Special Provision H-17. This contract modification also revises Section B, Paragraph B-3 to include the M9ACE and PM BRIDGING vehicle systems TPF efforts as part of the total 102,000 option hours available under CLIN 0002.

2. This modification impacts the contract amount. For funding, administrative and page substitution purposes, this modification follows prior modification P00023. This modification increases the funding for CLIN 0006 and increases the total contract amount by \$359,511.00 from the prior amount of \$6,177,454.42 to a new total of \$6,536,965.42. The allocation of this funding is as follows:

	<u>Prior</u>	<u>This Change</u>	<u>Total</u>
Estimated Cost	\$5,829,245.06	\$ 339,142.80	\$6,168,387.86
Fixed Fee	\$ <u>348,209.36</u>	\$ <u>20,368.20</u>	\$ <u>368,577.56</u>
Cost Plus Fixed Fee	\$6,177,454.42	\$ 359,511.00	\$6,536,965.42

3. This modification acquires an additional 8,180 man-hours of support to accomplish Total Package Fielding Support (TPF) efforts for PM Bridging (Improved Ribbon Bridge).

4. This modification serves as written notice pursuant to Special Provision H.17, that the Government is acquiring 8,180 man hours of Total Package Fielding Support. These hours are being acquired under the following SubCLIN:

SubCLIN	<u>Prior</u>	<u>This Change</u>	<u>Total</u>
0006AD	3,307	8,180	11,487

5. Special Provisions B-3-1 and H.17 allow the Government to add man hours provided:
- a. Such hours do not exceed a cumulative maximum of 102,000.
  - b. The hourly cost and fixed fee is appropriate to the estimated cost and fixed fee(s) established for the entire 102,000 man hours.
  - c. The option is exercised prior to 18 Oct 2005.

6. This action is exercising the following option for 8,180 hours, at \$43.95 per hour. Based on contractor input, the estimated costs associated this this contractual action will be at the negotiated rate of \$43.95 (\$41.46 estimated cost and \$2.49 fixed fee). This modification obligates a total of \$359,511.00 based on the following:

a. Estimated Cost	8,180 hours x \$41.46	=	\$ 339,142.80
b. Fixed Fee	8,180 hours x \$ 2.49	=	\$ <u>20,368.20</u>
c. CPFF			\$ 359,511.00
d. TOTAL			\$ 359,511.00

7. The parties to this agreement acknowledge that the contract is changed as set forth below:
- a. Paragraph H-17 and SubCLIN 0006AD are revised to reflect the updated data and additional funding resulting from this action. SubCLIN 0006AE is added to provide additional funding support to CLIN 0006AD.
  - b. Section B, Paragraph B-3 is revised to include M9ACE and PM BRIDGING vehicle system TPF efforts as part of the total 102,000 option hours available under CLIN 0002.
  - c. Section G is revised to add the appropriation and administrative data for this action.

8. Except as provided herein, all other terms and or conditions of this contract shall remain unchanged and in full force and effect.

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Name of Offeror or Contractor: Z SYSTEMS CORP.

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
0006AD	<p>SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS</p> <p><u>SERVICES LINE ITEM</u></p> <p>NOUN: IRB - TPF PRON: PL36K1082T PRON AMD: 05 ACRN: AT AMS CD: 53153542117</p> <p>TOTAL PACKAGE FIELDING FOR PM BRIDGING - IMPROVED RIBBON BRIDGE (IRB). THIS EFFORT IS ACCOMPLISHED UNDER WORK DIRECTIVE BRDG 02-01,Rev.3 INCLUDING COSTS FOR MATERIALS AND TRAVEL.</p> <p>NOUN: CONTRACTOR SHALL FURNISH ALL THE SUPPLIES AND SERVICES TO ACCOMPLISH THE TASK SPECIFIED IN SECTION C "SCOPE OF WORK", AND AS AMENDED.</p> <p>LEVEL OF EFFORT: 11,487 HOURS (OPTION TIME PERIOD) 01 Nov 2002 - 30 Sep 2004 25 TO 48 MONTHS AFTER ORIGINAL AWARD</p> <p>REFERENCE CONTRACT CLAUSE H-17</p> <p>PRIOR M113 OPTION HOURS REMAINING (20,000 HOURS ALLOCATED TO PM BRIDGING) 57,260</p> <p>OPTION HOURS THIS ACTION (8,180)</p> <p>TOTAL M113, M9ACE, PM BRIDGING OPTION HOURS REMAINING 49,080 (4,301.16 HOURS REMAINING FOR PM BRIDGING)</p> <p><u>Modifications P00018 &amp; P00019:</u> 3,307 Hours X \$42.56 \$140,745.92</p> <p><u>Modification P00024:</u> 8,180 Hours X \$43.95 \$359,511.00</p> <p>TOTAL ESTIMATED COST \$471,918.85 FIXED FEE \$ 28,338.07 TOTAL COST \$500,256.92</p> <p>(End of narrative B001)</p> <p><u>Inspection and Acceptance</u> INSPECTION: Destination ACCEPTANCE: Destination</p> <p><u>Deliveries or Performance</u> DLVR SCH PERF COMPL <u>REL CD</u> <u>QUANTITY</u> <u>DATE</u> 001 0 30-SEP-2004</p> <p>\$ 420,256.92</p>			<p>Estimated Cost: \$471,918.85 Fixed Fee: \$ 28,338.07 CPFF: \$500,256.92</p>	\$ 420,256.92

Name of Offeror or Contractor: Z SYSTEMS CORP.

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
0006AE	<div>SERVICES LINE ITEM</div> <div>NOUN: IRB - TPF PRON: P126K544EH      PRON AMD: 01      ACRN: AW AMS CD: 53153542116</div> <div>Funding SubCLIN in support of CLIN 0006AD</div> <div>(End of narrative B001)</div> <div>Inspection and Acceptance INSPECTION: Destination      ACCEPTANCE: Destination</div> <div>Deliveries or Performance DLVR SCH                      PERF COMPL <div><div>REL CD</div><div>QUANTITY</div><div>DATE</div></div><div>001                      0                      30-SEP-2004</div><div>\$                      80,000.00</div></div>				\$ 80,000.00

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<b>Name of Offeror or Contractor:</b> Z SYSTEMS CORP.		

B-1 Estimated Cost, Fixed Fee and Payment:

B-1-1 The estimated cost for performance of the work under this contract, exclusive of the contractor's fee, is set forth in the schedule. For the purpose of the Contract Clause entitled "Limitation of Cost", the estimated cost of this contract shall be the estimated cost specified for each CLIN but neither the Government nor the Contractor guarantees the accuracy of the subject estimate for each individual CLIN.

B-1-2 A Fixed Fee set forth in the schedule, shall be paid to the contractor at the completion of the period set forth Section F of this contract, upon certification by the contractor that he has exerted the level of effort specified for each CLIN in performing the work called for herein and such performance is considered satisfactory by the Contracting Officer. However, the contractor may present with each voucher for its costs, a fee voucher in the amount bearing the same percentage of the total fixed fee as the certification of the level of effort bears to the total level of effort required under the applicable CLIN.

B-1-3 The estimated cost and fixed fee are based upon the contractor furnishing the level of effort specified for each CLIN in the schedule during the applicable period set forth in Section F. To support payment for work performed under this contract, the contractor shall, on each voucher submitted state the level of effort expended and certify that the subject level of effort expended has been expended in the accomplishment of the work called for by the contract. Expenditure of labor hours in excess of the amounts specified is not authorized.

B-1-4 Allowable costs shall be determined and payment thereof, shall be provided in accordance with the Contract Clause entitled "Allowable Cost and Payment", FAR 52.216-7. The Contractor may submit public vouchers bi-weekly for payment under this Contract

B-1-5 The Contractor is not obligated to incur costs in excess of the funds allotted under CLINS 0001 thru 0003. In the event that the Contractor incurs costs above funds allotted under CLINS 0001 - 0003, the Government shall not be obligated to pay or reimburse the Contractor in excess of the amount actually allotted under CLINS 0001- 0003.

B-1-6 The contractor may submit public vouchers bi-weekly payment under this contract. The fee will be payable at the time of reimbursement of cost at the same rate to such cost as the total fee of this contract bears to the total estimated cost thereof, subject to any withholding pursuant to provision of this contract.

B-1-7 Program Base Hours and Clin structure are as follows:

PROGRAM	CLIN	BASE HOURS
Bradley	0001	17,220
M113	0002	13,640
M88A2 Hercules	0003	4,404
	Total	35,264

B-2 Option, Bradley Fighting Vehicle System (BFVS)

B-2-1 In accordance with H-16, the Government shall have the option to increase the level of effort by a maximum of 118,000 hours. This option may be exercised in more than one increment. The total option hours added to the Contract by exercise of this option shall not exceed 118,000 hours. If exercised, CLIN 0001 shall be increased and awarded on a Cost-Plus-Fixed-Fee basis in accordance with when the hours are exercised (time period) and at the corresponding hourly rates specified below and further described in H-16.

Available Hours: 118,000

Time Period (Months after original Award)			Cost Per Hour	Fixed Fee Per Hour	Total Cost Per Hour
Base Year	1 to 12 months	Sep 18,00-Sep 17,01	<u>\$36.95</u>	<u>\$2.22</u>	<u>\$39.17</u>
Year 2	13 to 24 months	Sep 18,01-Sep 17,02	<u>\$36.50</u>	<u>\$2.19</u>	<u>\$38.69</u>
Year 3	25 to 36 months	Sep 18,02-Sep 17,03	<u>\$37.23</u>	<u>\$2.23</u>	<u>\$39.46</u>
Year 4	37 to 48 months	Sep 18,03-Sep 17,04	<u>\$37.90</u>	<u>\$2.27</u>	<u>\$40.17</u>
Year 5	49 to 60 months	Sep 18,04-Sep 17,05	<u>\$41.41</u>	<u>\$2.48</u>	<u>\$43.89</u>

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B-3 Option, M113, M9ACE, PM BRIDGING Vehicle Systems

B-3-1 In accordance with H-17, the Government shall have the option to increase the level of effort by a maximum of 102,000 hours. This option may be exercised in more than one increment. The total option hours added to the Contract by exercise of this option shall not exceed 102,000 hours. If exercised, CLIN 0002 shall be increased and awarded on a Cost-Plus-Fixed-Fee basis in accordance with when the hours are exercised (time period) and at the corresponding hourly rates specified below and further described in H-17.

Available Hours: 102,000

Time Period	Cost	Fixed Fee	Total Cost
(Months after	Per Hour	Per Hour	Per Hour
original Award)			

Base Year	1 to 12 months Sep 18,00-Sep 17,01	<u>\$37.19</u>	<u>\$2.23</u>	<u>\$39.42</u>
Year 2	13 to 24 months Sep 18,01-Sep 17,02	<u>\$36.51</u>	<u>\$2.19</u>	<u>\$38.70</u>
Year 3	25 to 36 months Sep 18,02-Sep 17,03	<u>\$40.15</u>	<u>\$2.41</u>	<u>\$42.56</u>
Year 4	37 to 48 months Sep 18,02-Sep 17,04	<u>\$41.46</u>	<u>\$2.49</u>	<u>\$43.95</u>
Year 5	49 to 60 months Sep 18,02-Sep 17,05	<u>\$40.83</u>	<u>\$2.45</u>	<u>\$43.28</u>

B-4 Option, Hercules (M88A2) Vehicle System

B-4-1 In accordance with H-18, the Government shall have the option to increase the level of effort by a maximum of 36,000 hours. This option may be exercised in more than one increment. The total option hours added to the Contract by exercise of this option shall not exceed 36,000 hours. If exercised, CLIN 0003 shall be established and awarded on a Cost-Plus-Fixed-Fee basis in accordance with when the hours are exercised (time period) and at the corresponding hourly rates specified below and further described in H-18.

Available Hours: 36,000

Time Period	Cost	Fixed Fee	Total Cost
(Months after	Per Hour	Per Hour	Per Hour
original Award)			

Base Year	1 to 12 months Sep 18,00-Sep 17,01	<u>\$40.13</u>	<u>\$2.41</u>	<u>\$42.54</u>
Year 2	13 to 24 months Sep 18,00-Sep 17,02	<u>\$40.02</u>	<u>\$2.40</u>	<u>\$42.42</u>
Year 3	25 to 36 months Sep 18,00-Sep 17,03	<u>\$40.49</u>	<u>\$2.43</u>	<u>\$42.92</u>
Year 4	37 to 48 months Sep 18,02-Sep 17,04	<u>\$41.77</u>	<u>\$2.51</u>	<u>\$44.28</u>
Year 5	49 to 60 months Sep 18,02-Sep 17,05	<u>\$43.14</u>	<u>\$2.59</u>	<u>\$45.73</u>

\*\*\* END OF NARRATIVE B 001 \*\*\*

Name of Offeror or Contractor: Z SYSTEMS CORP.

SECTION G - CONTRACT ADMINISTRATION DATA

LINE	PRON/ AMS CD/ ITEM MIPR	ACRN	OBLG STAT/ JOB ORD NO		PRIOR AMOUNT	INCREASE/DECREASE AMOUNT		CUMULATIVE AMOUNT
0006AD	P136K1082T 53153542117 A13P51171CIR	AT	2 3ZCB04	\$	140,745.92	\$	279,511.00	\$ 420,256.92
0006AE	P126K544EH 53153542116 A1205116EHTR	AW	1 2ZHT17	\$	0.00	\$	80,000.00	\$ 80,000.00
					NET CHANGE	\$	359,511.00	

SERVICE	NET CHANGE		ACCOUNTING CLASSIFICATION		ACCOUNTING	INCREASE/DECREASE
NAME	BY ACRN				STATION	AMOUNT
Army	AT	21	32035000031C1C05P53153531E1	S2011336K108	W56HZV	\$ 279,511.00
Army	AW	21	22035000026D6D12P53153531E1	S2011326K544	W56HZV	\$ 80,000.00
NET CHANGE						\$ 359,511.00

		PRIOR AMOUNT OF AWARD		INCREASE/DECREASE AMOUNT		CUMULATIVE OBLIG AMT
NET CHANGE FOR AWARD:	\$	6,177,454.42	\$	359,511.00	\$	6,536,965.42

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SECTION H - SPECIAL CONTRACT REQUIREMENTS

H-16 Option, BRADLEY FIGHTING VEHICLE SYSTEM (BFVS)

Pursuant to FAR 52.217-7, the Government shall have the unilateral right to increase the level of System Technical Support for Total Package Fielding under CLIN 0001 by up to 118,000 hours, at the estimated cost per hour to include fixed fee as established in paragraph B-2-1. The Contracting Officer may exercise the options set forth in this paragraph by giving written notice to the Contractor any time after Contract award through the sixtieth month after award. The performance there under to commence immediately upon the issuance of Work Directives corresponding to the increased hours. The CPFF hourly rate established in paragraph B-2-1 for that specific time period shall apply. The option may be exercised in any increment over the time period listed in paragraph B-2-1, but the total hours added to the Contract under the option will not exceed 118,000 hours.

By exercising any portion of the option increment of 118,000 hours, the Government will unilaterally extend the period of performance under CLIN 0001 to allow completion of this effort. The individual Work Directive will also reflect this extension. Any options exercised during the effective period of this contract and not completed within that time period, shall be completed by the contractor within the time specified in the work directive. The contract shall govern the Contractor's and the Government's rights and obligations with respect to that option to the same extent as if the option were completed during the contract's effective period; provided that the Contractor's performance shall not exceed 12 months after the option is exercised.

The number of option hours exercised is 9,630. The number of option hours remaining for exercise is 56,926 hours. The number of hours exercised to date is 61,074 (Modification P00017).

H-17 Option, M113, M9ACE, PM BRIDGING

Pursuant to FAR 52.217-7, the Government shall have the unilateral right to increase the level of System Technical Support for Total Package Fielding under CLIN 0002 by up to 102,000 hours, at the estimated cost per hour to include fixed fee as established in paragraph B-3-1. The Contracting Officer may exercise the options set forth in this paragraph by giving written notice to the Contractor any time after Contract award through the sixtieth month after award. The performance there under to commence immediately upon the issuance of Work Directives corresponding to the increased hours. The CPFF hourly rate established in paragraph B-3-1 for that specific time period shall apply. The option may be exercised in any increment over the time period listed in paragraph B-3-1, but the total hours added to the Contract under the option will not exceed 102,000 hours.

By exercising any portion of the option increment of 102,000 hours, the Government will unilaterally extend the period of performance under CLIN 0002 to allow completion of this effort. The individual Work Directive will also reflect this extension. Any options exercised during the effective period of this contract and not completed within that time period, shall be completed by the contractor within the time specified in the work directive. The contract shall govern the Contractor's and the Government's rights and obligations with respect to that option to the same extent as if the option were completed during the contract's effective period; provided that the Contractor's performance shall not exceed 12 months after the option is exercised.

The number of option hours exercised for this modification is 8,180. The number of option hours remaining for exercise is 49,080 hours. The number of hours exercised to date is 52,920. (Modification P00024).

H-18 Option, HERCULES (M88A2)

Pursuant to FAR 52.217-7, the Government shall have the unilateral right to increase the level of System Technical Support for Total Package Fielding under CLIN 0003 by up to 36,000 hours, at the estimated cost per hour to include fixed fee as established in paragraph B-4-1. The Contracting Officer may exercise the options set forth in this paragraph by giving written notice to the Contractor any time after Contract award through the sixtieth month after award. The performance there under to commence immediately upon the issuance of Work Directives corresponding to the increased hours. The CPFF hourly rate established in paragraph B-4-1 for that specific time period shall apply. The option may be exercised in any increment over the time period listed in paragraph B-4-1, but the total hours added to the Contract under the option will not exceed 36,000 hours.

By exercising any portion of the option increment of 36,000 hours, the Government will unilaterally extend the period of performance under CLIN 0003 to allow completion of this effort. The individual Work Directive will also reflect this extension. Any options exercised during the effective period of this contract and not completed within that time period, shall be completed by the contractor within the time specified in the work directive. The contract shall govern the Contractor's and the Government's rights and obligations with respect to that option to the same extent as if the option were completed during the contract's effective period; provided that the Contractor's performance shall not exceed 12 months after the option is exercised.

The number of option hours exercised is 4,550. The number of option hours remaining for exercise is 22,984 hours. The number of hours exercised to date is 13,016 (Modification P00020).